

This instrument prepared by
Floyd Healy
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5/31/07 10:33:49
BK 2.726 PG 654
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

SUBSTITUTION OF TRUSTEE

WHEREAS, Charles L. Price and Anita Price executed a Deed of Trust dated February 28, 2005, in favor of Jim B. Tohill, Trustee(s) and Argent Mortgage Company, LLC, Lender, for the benefit of the owner and holder of a certain indebtedness, Argent Mortgage Company, LLC; and

WHEREAS, said Deed of Trust was filed of record on March 8, 2005, and recorded in Book 2171, at Page 288, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, said Deed of Trust was assigned to Ameriquest Mortgage Company, by an Assignment filed of record on May 14, 2007, and recorded in Book 2717, at Page 293, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, said Deed of Trust was assigned to U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, by an Assignment filed of record on May 14, 2007, and recorded in Book 2717, at Page 295, in the office of the Clerk of the Chancery Court of DeSoto County, Mississippi; and

WHEREAS, U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, the legal holder of said Deed of Trust and the said indebtedness has requested foreclosure proceedings to be instituted; and

WHEREAS, U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, the owner and legal holder of said indebtedness does hereby desire Floyd Healy to act as trustee in the place and stead of Jim B. Tohill or any subsequently appointed Substitute Trustee, as appointed under said Deed of Trust.

THEREFORE, the undersigned does hereby in accordance with the terms of said Deed of Trust, appoint, nominate and constitute the said Floyd Healy as Substitute Trustee in the place and stead of the said Jim B. Tohill or any subsequently appointed Substitute Trustee.

Default having been made in the payment of said indebtedness, U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, the owner and legal holder has further requested that said Floyd Healy, Substitute Trustee under said Deed of Trust, proceed with foreclosure

and to do any and all things necessary and in accordance with the terms of said Deed of Trust as though the said Floyd Healy had been originally appointed as Trustee hereunder.

Should U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid and to convey title to said foreclosure property to the Administrator of Veterans Affairs or the Secretary of Housing and Urban Development, or whomsoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested transfer of its bid to grantee(s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereto, that the Substitute Trustee was duly authorized and empowered to execute same.

IN WITNESS WHEREOF, the undersigned, owner and holder of said indebtedness has hereunto caused this instrument to be executed by and through its duly authorized officers, this the 10 day of May, 2007.

Tanya Mitchell Allen
Name: **Tanya Mitchell-Allen**

Title: **Vice President (Asst)**

U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, by Barclays Capital Real Estate Inc. dba HomEq Servicing, Attorney-in-Fact

ACKNOWLEDGEMENT

STATE OF _____)

COUNTY OF Wake)

On this 10 day of May, 2007, before me personally appeared **Tanya Mitchell-Allen**, to me personally well known, who acknowledged that s/he was the **Vice President (Asst)** of Barclays Capital Real Estate Inc. dba HomEq Servicing and that Barclays Capital Real Estate Inc. dba HomEq Servicing was duly and properly appointed Attorney-in-Fact for U.S. Bank National Association, as trustee under the Securitization Servicing Agreement dated as of August 1, 2005 Mortgage Pass Through Certificates, series 2005-HE3, and that s/he, as such officer, being authorized to do so, had executed the foregoing instrument of the purpose therein contained, by signing the same of the national association by him/herself as such officer.

Witness my hand and official seal this the _____ day of _____, 2007.

Celinte L. Pierce
Notary Public

My Commission Expires:

2-3-10

